

AMENDMENT NO. 1

to the

INTERCONNECTION, RESALE AND UNBUNDLING AGREEMENT

between

VERIZON NEW ENGLAND INC. d/b/a VERIZON RHODE ISLAND

and

CONVERSENT COMMUNICATIONS OF RHODE ISLAND, LLC

THIS AMENDMENT No. 1 (this "Amendment") is made this 15th day of January 2002 (the "Effective Date"), by and between Verizon New England Inc., d/b/a Verizon Rhode Island, f/k/a New England Telephone and Telegraph Company, d/b/a Bell Atlantic – Rhode Island, a New York corporation ("Verizon"), Conversent Communications of Rhode Island, LLC, a Rhode Island limited liability corporation ("Conversent"). (Verizon and Conversent may be hereinafter referred to, each individually, as a "Party" and, collectively, as the "Parties"). This Amendment covers services in the State of Rhode Island (the "State").

WITNESSETH:

WHEREAS, pursuant to adoption letters dated May 9, 2001 (the "Adoption Letters"), Conversent adopted into the State of Rhode Island, certain terms of the interconnection agreement between Level 3 Communications, LLC and Verizon, certain terms of the interconnection agreement between Cox Communications, d/b/a Cox Rhode Island Telecomm II and Verizon, and the terms of the Amendment 2 to the interconnection agreement between FairPoint Communications Solutions Corp. and Verizon New England Inc., d/b/a Verizon Maine, f/k/a New England Telephone and Telegraph Company, d/b/a Bell Atlantic – Maine (the "Terms"); and

WHEREAS, the Parties wish to enter into this Amendment for reciprocal compensation arrangements in the State of Rhode Island;

NOW, THEREFORE, in consideration of the mutual promises, provisions and covenants herein contained, the sufficiency of which is hereby acknowledged, the Parties agree as follows:

Notwithstanding any other provision of the Terms, Local traffic does not include any Internet traffic. The Parties' rights and obligations with respect to any intercarrier compensation that may be due in connection with their exchange of Internet traffic shall be governed by the Order on Remand and Report and Order, In the Matter of Implementation of the Local Competition Provisions in the Telecommunications Act of 1996, Intercarrier Compensation for ISP Bound Traffic, FCC 01-131, CC Docket Nos. 96-98 and 99-68.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be duly executed and shall be effective upon the Effective Date.

**CONVERSENT COMMUNICATIONS
OF RHODE ISLAND, LLC**

By: _____
Printed: _____
Title: _____

VERIZON NEW ENGLAND INC

By: _____
Printed: Jeffrey A. Masoner
Title: Vice President – Interconnection Services
Policy & Planning